

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*¹,

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

**ORDER GRANTING ALLOWANCE
AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM**

Upon the request (the “Request”) of BMA Springhurst LLC, Brixmor Burlington Square LLC, Brixmor SPE 5, LLC, Great Hills Retail, Inc., Malco TIC, New Plan Property Holding Company, Prattville Partners Limited Partnership, Realty Income Corporation, and SUP II Red Top Plaza, LLC (collectively, the “Landlords”) for entry of an order (this “Order”) for allowance and payment of administrative expense claims (the “Claims”), all as more fully set forth in the Request; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and this Court having found that this is a core

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Request in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the notice of the Request was appropriate and no other notice need be provided; and this Court having reviewed the Request and determined that the legal and factual bases set forth therein establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Request is granted as set forth herein.
1. The Landlords are hereby granted allowed administrative expense claims in the amounts more fully set forth in Exhibit 1 hereto, which shall be paid by the above-captioned debtors and debtors in possession (the “Debtors”), within ten (10) business days of the entry of this Order.
2. Notice of the Request as provided therein shall be deemed good and sufficient notice of such Request and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.
3. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.
4. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Request.
5. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Exhibit 1

| BMA SPRINGHURST LLC | | | |
|--|---|--------------------|------------------------------------|
| Store No. | Shopping Center | City, State | Administrative Claim Amount |
| 590 | Springhurst Towne Center (The Vitamin Shoppe) | Louisville, KY | \$273.03 |
| BRIXMOR BURLINGTON SQUARE LLC | | | |
| Store No. | Shopping Center | City, State | Administrative Claim Amount |
| 861 | Burlington Square (The Vitamin Shoppe) | Burlington, MA | \$2,739.21 |
| BRIXMOR SPE 5, LLC | | | |
| Store No. | Shopping Center | City, State | Administrative Claim Amount |
| 8279 | Speedway Super Center (American Freight Furniture) | Speedway, IN | \$460.59 |
| GREAT HILLS RETAIL, INC. | | | |
| Store No. | Shopping Center | City, State | Administrative Claim Amount |
| 386 | Great Hills Station (The Vitamin Shoppe) | Austin, TX | \$22,098.39 |
| MALCO TIC | | | |
| Store No. | Shopping Center | City, State | Administrative Claim Amount |
| 072 | Montgomery East Plaza (American Freight) | Montgomery, AL | \$643.27 |
| NEW PLAN PROPERTY HOLDING COMPANY | | | |
| Store No. | Shopping Center | City, State | Administrative Claim Amount |
| 235 | Florence Square (Pet Supplies Plus) | Florence, KY | \$237.90 |
| PRATTVILLE PARTNERS LIMITED PARTNERSHIP | | | |
| Store No. | Shopping Center | City, State | Administrative Claim Amount |
| 280 | Main Street (American Freight) | Prattville, AL | \$514.06 |

| REALTY INCOME CORPORATION | | | |
|----------------------------------|---|--------------------|------------------------------------|
| Store No. | Shopping Center | City, State | Administrative Claim Amount |
| 038 | 1544 State Road 436 (American Freight Furniture) | Winter Park, FL | \$5,452.32 |
| SUP II RED TOP PLAZA, LLC | | | |
| Store No. | Shopping Center | City, State | Administrative Claim Amount |
| 4061 | Red Top Plaza | Libertyville, IL | \$48.67 |